

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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JEFFREY HARRIS, Derivatively On Behalf of CITIGROUP, INC.,	: Case No. 07-cv-9841 (SHS)
	:
Plaintiff,	:
	:
vs.	:
	:
CHARLES PRINCE, ET AL.,	:
	:
Defendants,	:
	:
-and-	:
	:
CITIGROUP, INC., a Delaware corporation,	:
	:
Nominal Defendant.	:

GARY CINOTTO, Derivatively On Behalf of CITIGROUP, INC.,	: Case No. 07-cv-9900 (SHS)
	:
Plaintiff,	:
	:
vs.	:
	:
CHARLES PRINCE, ET AL.,	:
	:
Defendants,	:
	:
-and-	:
	:
CITIGROUP, INC., a Delaware corporation,	:
	:
Nominal Defendant.	:

BENJAMIN NATHANSON, Derivatively On Behalf of CITIGROUP, INC.,	: Case No. 07-cv-10333 (SHS)
	:
Plaintiff,	:
	:
vs.	:
	:
CHARLES PRINCE, ET AL.,	:
	:
Defendants,	:
	:
-and-	:
	:
CITIGROUP, INC., a Delaware corporation,	:
	:
Nominal Defendant.	:

SAM COHEN, Derivatively On Behalf of	:	Case No. 07-cv-10344 (SHS)
CITIGROUP, INC.,	:	
	:	
Plaintiff,	:	
	:	
vs.	:	
	:	
CITIGROUP, INC., ET AL.,	:	
	:	
Defendants.	:	
WALTER E. RYAN, JR., derivatively on behalf	:	Case No. 07-cv-11581 (UA)
of CITIGROUP, INC.,	:	
	:	
Plaintiff,	:	
	:	
vs.	:	
	:	
CHARLES PRINCE, ET AL.,	:	
	:	
Defendants,	:	
	:	
-and-	:	
	:	
CITIGROUP, INC., a Delaware Corporation,	:	
	:	
Nominal Defendant.	:	
	:	
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	:	X

**DECLARATION OF THOMAS G. AMON IN SUPPORT OF PLAINTIFF JEFFREY
HARRIS' MOTION TO CONSOLIDATE ALL RELATED
SHAREHOLDER DERIVATIVE ACTIONS AND APPOINT A LEADERSHIP
STRUCTURE FOR PLAINTIFFS**

I, THOMAS G. AMON, declare as follows:

1. I am an attorney duly licensed to practice before all of the courts of the State of New York and in this Court. I am a member of the Law Offices of Thomas G. Amon (the "Amon Firm"), one of the counsel of record for Plaintiff in *Harris v. Prince, et al.*, 07-CV-9841 (SHS) pending in this Court. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto. I make this declaration in support of Plaintiff Harris' Motion to Consolidate All Related Shareholder Derivative Actions and Appoint a Leadership Structure for Plaintiffs (the "Motion").

2. Plaintiff requests that this Court: (i) consolidate the related actions; (ii) appoint Plaintiff Harris as Lead Plaintiff; and (iii) appoint Robbins Umeda & Fink, LLP ("RUF") and the Amon Firm as Plaintiff's Co-Lead Counsel to prosecute the consolidated action.

3. With over 110 years of combined experience, the Amon Firm offers its clients a unique perspective and knowledge base. The Amon Firm is a New York based law firm representing companies, executives and shareholders in litigation and corporate transactions. The firm has recouped millions of dollars on behalf of shareholders in complex securities fraud class actions and shareholder derivative actions. Specifically, the Amon Firm was appointed as Co-Lead Counsel in *In Re DHB Industries, Inc., Derivative Litigation*, Case No. CV-05-4345-JS-ETB (E.D.N.Y.), as recommended by United States Magistrate Judge E. Thomas Boyle and adopted by United States District Judge Joanna Seybert. In short, the lawyers of the Amon Firm are more than qualified to lead this litigation.

4. My firm's and my plethora of experience in representing publicly traded companies, and the executive officers and directors employed by such companies, in areas quite similar to the issues raised by this shareholder derivative litigation brought on behalf of Citigroup makes myself and my firm uniquely situated to provide invaluable legal representation on behalf of all plaintiffs. Specifically, I have extensive experience representing banks, secondary lenders and borrowers in complex financial transactions.

5. In addition to my firm's and my expertise in prosecuting shareholder derivative actions, we have over thirty years of experience in representing private and public companies in the following areas relevant to this case:

- (a) advising financial institutions in connection with secured lending transactions and securitization of mortgaged portfolios;

- (b) advising financial institutions in connection with compliance with state and federal banking regulations;

- (c) representing public companies and their officers and directors in compliance with their reporting obligations under the Securities Exchange Act of 1934;

(d) representing public companies in connection with their periodic reporting of officer and director compensation; and

(e) devising and implementing corporate control programs after passage of the Sarbanes-Oxley Act of 2002, including "best practices" procedures for audit and compensation committees.

6. For a more detailed description of the qualifications and experience of the Amon Firm, I attach a copy of the firm resume as Exhibit A.

7. RUF is a firm of nineteen attorneys dedicated to litigating shareholder derivative actions, as well as other complex litigation. Brian J. Robbins of RUF, who holds an LLM in Securities and Financial Regulation from the Georgetown Law Center, has been an active litigator of shareholder rights for several years. For example, Mr. Robbins was the lead negotiator for the derivative plaintiffs in *Harbor Finance Partners v. McGhan, et al.*, No. H-02-0761 (S.D. Tex.), litigation filed on behalf of Hanover Compressor Company. The Hanover settlement resulted in, among other things, a \$26.5 million payment to the company, the return of 2.5 million shares to the company, the appointment of two shareholder-nominated directors and the agreement to rotate the company's auditing firm. This settlement was groundbreaking in the area of corporate governance reform. Additionally, Mr. Robbins, as sole lead counsel, recently settled *In re OM Group Derivative Litigation*, Case No. 1:03CV0020 (N.D. Ohio). As part of this resolution, Mr. Robbins helped secure \$29 million for the company, the termination of the company's long term CEO, the addition of two shareholder-nominated directors, and numerous other highly beneficial corporate governance matters.

8. George Aguilar, a RUF partner who will be working on this case, has recently joined the firm after a 17-year career as a federal prosecutor. Mr. Aguilar investigated, prosecuted and tried numerous important cases as an Assistant United States Attorney at the United States Attorney's Office in San Diego. He led grand jury investigations which resulted in indictments and trials of complex white collar criminal cases, such as corporate, securities, bank, investor, tax, foreign currency and bankruptcy fraud, bank bribery and money laundering. His

trial work resulted in important convictions in *United States v. Heffner*, one of the largest bank bribery offenses ever committed, *United States v. McCray*, a massive fraudulent foreign currency operation (resulting in the sentence of the operation's leader to a term of nearly 18 years) and *United States v. Scharnhorst* and *United States v. Simon*, bankruptcy and foreclosure relief scams defrauding numerous homeowners and creditors. Mr. Aguilar tried more than 40 felony criminal trials to verdict, authored 35 Ninth Circuit Court of Appeals briefs and argued more than a dozen cases on appeal before the Ninth Circuit. For his work, Mr. Aguilar received several awards of recognition from the United States Department of Justice and federal agencies, including receiving the prestigious Executive Office for U.S. Attorneys Director's Award.

9. RUF has secured numerous beneficial recoveries for shareholders in complex actions. For example, RUF was one of the lead counsel in *In re Tenet Healthcare Corp. Derivative Litigation*, Lead Case No. 01098905, a shareholder derivative action in the Superior Court of California, County of Santa Barbara. RUF's efforts resulted in a \$51.5 million recovery for the company to be paid by the individual defendants and substantial corporate governance changes to be implemented and maintained by the company. Additionally, in a recent securities fraud class action in San Diego, *In re Titan, Inc. Sec. Litigation*, Master File No. 04-CV-0676-LAB (NLS) (S.D. Cal.), RUF, serving as co-lead counsel, was able to secure a \$61.5 million settlement on behalf of the class. This amounted to half of the estimated damages to the class, far exceeding the normal settlement gained in this type of case.

10. For a more detailed description of the qualifications and experience of RUF, I attach a copy of the firm resume as Exhibit B.

11. In sum, a consolidated caption should be designated, a master file should be created, a date for the filing of a consolidated complaint should be set, a leadership structure for plaintiffs should be appointed, and a procedure for consolidation of any future filed shareholder derivative actions that arise out of the same subject matter should be implemented. All of these matters will lessen confusion and facilitate the efficient litigation of this consolidated action in the best interest of all parties.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 17th day of January, 2008, at New York, New York.

s/Thomas G. Amon
THOMAS G. AMON